

EXHIBIT QQ

to the Declaration of
Lisa J. Cisneros in Support of
Plaintiffs' Opposition Briefs

REDACTED VERSION

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

IN RE: HIGH-TECH EMPLOYEE)
ANTITRUST LITIGATION)
) No. 11-CV-2509-LHK
THIS DOCUMENT RELATES TO:)
ALL ACTIONS.)
_____)

CONFIDENTIAL - ATTORNEYS' EYES ONLY

VIDEO DEPOSITION OF SHERRY WHITELEY

MARCH 14, 2013

Reported by: Rosalie A. Kramm, CSR No. 5469, CRR

10:41:35 1 A. I wish I could have brought my org. charts.

10:41:39 2 Rob Lake, there was a transition time between
10:41:41 3 Eric Lane, Michael McNeal, and Rob Blake, and at one
10:41:46 4 point I had all three reporting directly to me. At just
10:41:50 5 a point in time in the time frame you're talking about.

10:41:53 6 Q. And what was his functional area then?

10:41:56 7 A. He was -- it was talented acquisition.

10:41:58 8 Q. Okay.

10:41:59 9 A. I had three talent acquisition leaders at one
10:42:02 10 point in time.

10:42:02 11 Q. And then within that function did those leaders
10:42:05 12 themselves develop a hierarchy?

10:42:07 13 A. Not during that. It was just a point in time
10:42:09 14 when there were three of them. Michael McNeal ended up
10:42:12 15 being the senior person.

10:42:14 16 Q. And did Mr. Lake and Mr. Lane move to other
10:42:17 17 parts of the company, or did they stay in that area?

10:42:20 18 A. They actually left the company.

10:42:21 19 Q. Okay. Two that left.

10:42:29 20 Starting in the 2004 era, what was your
10:42:35 21 responsibility for compensation and benefits?

10:42:44 22 A. It was in my organization, and the CEO and the
10:42:50 23 VP of rewards and I would meet with all the senior
10:42:56 24 leaders in the company during focal time, and review
10:43:01 25 their stats, looking for pay-for-performance indicators.

10:43:10 1 I would also work with the CEO on compensation
10:43:14 2 for his executives, and I would review it with the CODC,
10:43:18 3 with the CEO.

10:43:32 4 Q. And what is the CODC?

10:43:33 5 A. It is the comp and org. development committee
10:43:36 6 of the board, who by charter approves all the
10:43:39 7 compensation for senior VPs and above, senior VPs and
10:43:46 8 CEO.

10:43:56 9 Q. And describe for me what focal time is.

10:44:00 10 A. Uh-huh. [REDACTED]

[REDACTED] [REDACTED] we review compensation across the company;
10:44:10 12 compensation is defined as salary, bonus, equity.

10:44:24 13 Q. [REDACTED]

[REDACTED] [REDACTED]
10:44:28 15 A. [REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

10:44:37 18 Q. [REDACTED]

10:44:41 19 A. [REDACTED] [REDACTED]

[REDACTED] [REDACTED]

10:44:50 21 Q. [REDACTED]

[REDACTED] [REDACTED]

10:44:55 23 A. [REDACTED]

10:44:57 24 Q. [REDACTED]

[REDACTED] [REDACTED]

10:45:03 1

[REDACTED]

10:45:07 2

A. [REDACTED]

10:45:08 3

Q. Okay. Has that process changed at all since

10:45:15 4

2004?

10:45:15 5

A. Subtly or in a big way? I mean can you reask

10:45:19 6

your question so I know what you're asking?

10:45:21 7

Q. Sure. Yes, of course.

10:45:24 8

So had there been changes in how the process of

10:45:28 9

setting compensation works since 2004?

10:45:30 10

A. No.

10:45:35 11

Q. In the 2004, 2009, 2010 time period, how were

10:45:42 12

you going about setting salary in the focal process?

10:45:48 13

MR. KIERNAN: Object to form.

10:45:52 14

THE WITNESS: Are you asking how our merit

10:45:54 15

budget gets set or --

10:45:56 16

BY MS. DERMODY:

10:45:57 17

Q. Yes.

10:45:57 18

A. -- the process? Okay.

10:45:59 19

So we usually adjust merit 3 to 4 percent a

10:46:02 20

year, but we check in with the market and see what's

10:46:07 21

going on. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

We have thousands of managers that make the pay

10:46:24 24

decisions.

10:46:28 25

Q. And when you check with the market in this

10:46:30 1 process, what is -- what is it that you do?

10:46:34 2 A. Uh-huh. We have a couple things we do. There
10:46:39 3 is some survey companies we use that give us aggregate
10:46:45 4 data, and we also check in with other companies and get a
10:46:50 5 sense of what their merit budget -- what they're thinking
10:46:55 6 about, what they might do. But we ultimately decide.

10:47:01 7 Q. Are there colleagues of other companies that
10:47:05 8 you would regularly call for that sort of information?

10:47:09 9 A. You know, I don't do it. The VP of rewards is
10:47:15 10 responsible for that.

10:47:17 11 Q. And you -- are you aware as to whether there
10:47:19 12 are certain companies that he would call during that time
10:47:22 13 frame?

10:47:23 14 A. I don't, no. I don't remember if there are
10:47:28 15 particular companies or how we selected them.

10:47:30 16 Q. Do you know if there was any one particular
10:47:33 17 company that was a favorite to call and get quick
10:47:35 18 feedback?

10:47:37 19 MR. KIERNAN: Objection. Form.

10:47:38 20 THE WITNESS: Yeah. I don't know.

10:47:39 21 BY MS. DERMODY:

10:48:01 22 Q. Did the number 3 to 4 percent come from this
10:48:08 23 survey process, or was that based on cost of living
10:48:14 24 adjustment or something -- something else?

10:48:16 25 A. There was a lot of input to deciding the 3 to 4

10:49:48 25 A. [REDACTED]

10:49:55 1

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

10:50:03 3

Q.

[REDACTED]

10:50:06 4

A.

[REDACTED]

10:50:07 5

Q.

[REDACTED]

10:50:09 6

A.

[REDACTED] [REDACTED] [REDACTED]

10:50:13 7

Q.

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

10:50:17 9

A.

[REDACTED]

10:50:17 10

Q.

[REDACTED]

10:50:20 11

A.

[REDACTED]

10:50:20 12

Q.

[REDACTED]

[REDACTED]

[REDACTED]

10:50:26 14

A.

[REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED]

10:50:56 23

Q.

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED]

10:51:01 25

A.

[REDACTED] [REDACTED]

10:51:04 1

[REDACTED]

[REDACTED] 1

[REDACTED]

[REDACTED] 1

[REDACTED]

[REDACTED] 1

[REDACTED]

[REDACTED] 1

[REDACTED] and then it's up to the managers in those

10:51:25 6

departments to make individual pay decisions based on

10:51:31 7

performance.

10:51:33 8

Q. So let me make sure that I understand this.

10:51:34 9

A. Uh-huh.

10:51:35 10

Q. [REDACTED]

[REDACTED]

[REDACTED]

10:51:40 12

A. [REDACTED]

10:51:42 13

Q. [REDACTED] [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

10:51:53 17

A. [REDACTED]

10:51:54 18

Q. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

10:52:05 22

A. [REDACTED] [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

10:52:20 1

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

10:52:31 4

Q. [REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

10:52:47 9

A. [REDACTED]

[REDACTED]

[REDACTED]

10:52:52 11

Q. [REDACTED] [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

10:53:08 16

A. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

10:53:23 20

Q. Okay. And when I'm asking these questions, I

10:53:28 21

will always be asking in the sort of 2004 to 2010 time

10:53:32 22

period. If it -- if you're -- start to talk about

10:53:35 23

something that is not in that time period or things have

10:53:37 24

changed, please let me know. Okay?

10:53:39 25

A. Okay.

10:53:40 1 Q. We may be jumping in and out of time periods,
10:53:42 2 and --

10:53:42 3 A. Yeah, I'm sorry. It's just that it's, like,
10:53:45 4 eight years ago, but I'm -- I'll try to stay in that time
10:53:47 5 frame.

10:53:48 6 Q. Sure. And if you can't remember, but you can
10:53:50 7 remember, you know, in 2007 this is how it worked, but
10:53:53 8 you just can't say for sure you remember earlier --

10:53:56 9 A. Okay.

10:53:56 10 Q. -- feel free to tell me that. Okay?

10:53:58 11 A. Thank you.

10:53:59 12 Q. [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

10:54:12 15 A. [REDACTED]

[REDACTED] [REDACTED]

10:54:17 17 Q. And that was true in the time period we were
10:54:19 18 talking about?

10:54:20 19 A. Yes.

10:54:20 20 Q. [REDACTED] [REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

10:54:38 23 A. [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

10:54:54 1

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

10:55:42 9

Q. In this time period, how would you describe the

10:55:46 10

difference in philosophy in how the salary would be set

10:55:50 11

versus how a bonus would be set versus how equity would

10:55:54 12

be set for an individual?

10:55:56 13

A. Yeah. I think the philosophy is the same.

10:55:57 14

We're a pay-for-performance company, Steve Bennett

10:56:01 15

brought that from GE; and what we taught the managers, is

10:56:06 16

that our highest-rated, highest-retention people, when

10:56:09 17

you look at their total compensation, we need to make

10:56:12 18

sure we are rewarding the right people, and that's the

10:56:15 19

coaching and training that we give the managers.

10:56:19 20

Q. [REDACTED]

[REDACTED]

[REDACTED]

10:56:31 22

A. [REDACTED] [REDACTED]

10:56:34 23

Q. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

10:56:47 1 [REDACTED]

[REDACTED] [REDACTED]

10:56:53 3 A. [REDACTED]

10:56:54 4 Q. [REDACTED]

10:56:54 5 A. [REDACTED]

10:56:55 6 Q. [REDACTED]

10:56:55 7 A. [REDACTED]

[REDACTED] [REDACTED]

10:57:01 9 Q. [REDACTED] [REDACTED]

[REDACTED] [REDACTED]

10:57:12 11 A. [REDACTED]

10:57:12 12 Q. [REDACTED]

10:57:15 13 A. [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

10:57:47 21 Q. [REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

10:58:02 25 A. [REDACTED] [REDACTED] [REDACTED]

10:58:06 1

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

10:58:24 5

Q. [REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

10:58:41 10

MR. KIERNAN: Objection. Form.

10:58:50 11

THE WITNESS: [REDACTED]

10:58:51 12

BY MS. DERMODY:

10:58:52 13

Q. Okay.

10:58:52 14

A. [REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

10:59:24 24

Q. Okay. Were there certain functionalities or

10:59:30 25

skill sets that were -- have been always considered very,

10:59:34 1 very important to the company or more important than
10:59:37 2 other skill sets in the company?

10:59:41 3 MR. KIERNAN: Objection. Form.

10:59:43 4 THE WITNESS: Yeah, you know, it depends on
10:59:44 5 the -- on the business unit. Because we're in so many
10:59:48 6 different business units, that for one business unit in a
10:59:52 7 point in time it might be strategy leaders, and in
10:59:55 8 another business unit that's facing big marketing
10:59:59 9 challenges, it could be marketing. But it really is
11:00:02 10 about performance, because we have so many different jobs
11:00:10 11 and roles inside the company.

11:00:20 12 BY MS. DERMODY:

11:00:26 13 Q. And then you said the CODC ultimately is asked
11:00:30 14 to approve the equity -- what did you call it, the
11:00:35 15 pre-budget?

11:00:36 16 A. Correct.

11:00:36 17 Q. On an annual basis?

11:00:38 18 A. Correct. Not the individual pay decisions,
11:00:50 19 right? The budget?

11:00:51 20 Q. Right.

11:01:01 21 And starting in 2004, what was your
11:01:03 22 responsibility with respect to recruiting, or maybe at
11:01:07 23 that time called talent acquisition?

11:01:10 24 A. Yeah, nine years ago the VP of talent
11:01:14 25 acquisition worked for me.

11:01:17 1 Q. In terms of your day-to-day job, did you have
11:01:21 2 an ongoing role with respect to that work?

11:01:24 3 A. I did. My role since I started at the company
11:01:29 4 to now is, the CEO and I interview all officers, all
11:01:36 5 final candidate officers that join the company.

11:01:45 6 Q. Do you have any other regular responsibilities
11:01:47 7 with respect to talent acquisition?

11:01:50 8 A. Not on a day-to-day basis. The VP runs the
11:01:55 9 talent acquisition.

11:01:56 10 Q. Okay. And in terms of strategy questions, what
11:02:02 11 role do you play with respect to those in talent
11:02:07 12 acquisition or recruiting?

11:02:09 13 A. Yeah, similar to compensation, the vice
11:02:10 14 president owns it, and I'm in -- I am informed and a
11:02:21 15 thought partner.

11:02:23 16 Q. Okay. Do you play a role in helping to
11:02:27 17 establish incoming salary for new hires?

11:02:30 18 A. No.

11:02:31 19 Q. Okay. Who has that role?

11:02:34 20 A. Between the VP of rewards and the VP of talent
11:02:38 21 acquisition, but the VP of rewards owns it.

11:02:45 22 Are you asking about individual offers, or are
11:02:48 23 you asking about job family? I mean can you --

11:02:53 24 Q. Sure. Let's -- let's talk about job families.

11:02:56 25 A. Yeah.

11:02:57 1 Q. Do you have a role in identifying what the jobs
11:03:00 2 are in the company, doing that analysis?

11:03:03 3 A. No.

11:03:04 4 Q. Who does that?

11:03:05 5 A. The VP of rewards.

11:03:14 6 Q. [REDACTED]

[REDACTED] [REDACTED]

11:03:23 8 A. [REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

11:03:33 11 Q. [REDACTED] [REDACTED]

[REDACTED]

11:03:36 13 A. [REDACTED]

11:03:53 14 Q. In the time period we've been talking about --

11:03:58 15 MR. KIERNAN: How are you feeling?

11:03:58 16 THE WITNESS: I'm okay.

11:04:00 17 MR. KIERNAN: Okay. Good.

11:04:01 18 THE WITNESS: I just looked at his watch,

11:04:03 19 because I need to go to the restroom.

11:04:06 20 MS. DERMODY: Let's take a break.

11:04:07 21 THE WITNESS: Is this a good time?

11:04:09 22 MS. DERMODY: Yeah, it is always a good time.

11:04:11 23 THE VIDEOGRAPHER: We are now off the record at

11:04:12 24 11:04.

11:04:13 25 (Recess was taken.)

11:17:01 1 THE VIDEOGRAPHER: We are now on the record at
11:17:01 2 11:17.
11:17:03 3 BY MS. DERMODY:
11:17:05 4 Q. During the time period we've been talking
11:17:07 5 about, the 2004 to 2010 time period, did you attend board
11:17:13 6 of directors meetings?
11:17:20 7 A. Board dinners, but I don't recall a board
11:17:23 8 meeting.
11:17:27 9 Q. And is the CODC a committee of the board?
11:17:31 10 A. It is.
11:17:31 11 Q. And is that the meeting that you attended?
11:17:33 12 A. Yes.
11:17:34 13 Q. And how often were those meetings?
11:17:37 14 A. Quarterly.
11:17:45 15 Q. And who participated in those meetings?
11:17:51 16 A. Do you want names?
11:17:52 17 Q. Yes.
11:17:54 18 A. During this time frame, Mike Holman, Chris
11:17:58 19 Brody, Bill Campbell, Jim Grenier, myself, on occasion
11:18:11 20 the CEO, and somebody from legal, minute taker.
11:18:26 21 Q. And did you say Mike Holman?
11:18:28 22 A. Correct.
11:18:29 23 Q. And I apologize if you told me who Mike Holman
11:18:33 24 was earlier, but what was Mr. Holman's role?
11:18:36 25 A. He was on the board. He was on the board at

13:45:36 1 Q. Do you know in the 2005 era who would have
13:45:39 2 helped put together this document?

13:45:41 3 A. Probably Jim Grenier.

13:45:44 4 Q. Okay.

13:45:44 5 A. And his team.

13:45:58 6 Q. Do you know if you saw this document back in
13:46:00 7 this time period?

13:46:02 8 A. I can't say for sure I saw this document, but
13:46:07 9 it looks like a document I would see.

13:46:11 10 Q. Okay.

13:46:12 11 A. I'm trying to figure out who the audience would
13:46:14 12 be. I can't quite tell.

13:46:16 13 Q. Okay. Go to page 8, if you could. I think
13:46:28 14 they are in the lower left corner of the slides.

13:46:31 15 A. Oh. Okay.

13:46:41 16 Q. The page I am looking at should have at the
13:46:43 17 top, "How Intuit makes decisions about jobs and
13:46:47 18 compensation." Do you see that?

13:46:48 19 A. I do.

13:46:50 20 Q. Great. Are you familiar with the concepts
13:46:51 21 expressed on this slide as regarding Intuit's
13:46:56 22 compensation philosophy?

13:47:03 23 A. I'm sorry. Just give me a second to read it.
13:47:06 24 It is so long ago. Hold on.

13:47:08 25 Q. Sure.

13:47:24 1 A. Some of it in general, yeah, some of it.

13:47:27 2

Q. [REDACTED]

[REDACTED] [REDACTED]

13:47:32 4

Do you see that?

13:47:33 5

A. I do.

13:47:34 6

Q. [REDACTED]

[REDACTED] [REDACTED]

13:47:40 8

Do you see that?

13:47:41 9

A. I do.

13:47:41 10

Q. Do you know what that's regarding?

13:47:43 11

A. [REDACTED] [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

13:47:58 15

Q. Okay. And number two, where it says, [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] Is that part of that same work?

13:48:07 18

A. It is.

13:48:08 19

Q. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

13:48:23 23

A. [REDACTED] [REDACTED]

[REDACTED]

[REDACTED]

13:48:39 1

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

13:48:50 4

Q. Okay.

13:48:52 5

A. We don't use -- these are -- we don't use those

13:48:54 6

titles anymore. So I'm trying to map for what we have

13:48:57 7

now.

13:48:58 8

Q. Okay. And do you recall when along the way you

13:49:00 9

made that -- that change in vocabulary?

13:49:08 10

A. I don't remember exactly, but it was probably

13:49:12 11

four or five years ago.

13:49:15 12

Q. Okay.

13:49:16 13

A. When we finished this work and it evolved.

13:49:21 14

Q. And then number three here says, [REDACTED]

[REDACTED]

[REDACTED] Do you know what

13:49:29 16

that means?

13:49:30 17

A. I really don't.

13:49:31 18

Q. On number four, do you know what is being

13:49:33 19

referenced here, where it says, [REDACTED]

[REDACTED]

[REDACTED]

13:49:41 21

A. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

13:50:00 24

Q. [REDACTED]

[REDACTED]

[REDACTED]

13:50:03 1

A. [REDACTED]

[REDACTED] [REDACTED]

[REDACTED].

13:50:10 3

Q. Okay. Next to -- sorry.

13:50:21 4

On the right column where it says, [REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

13:50:38 8

A. [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

13:50:46 10

Q. Okay. If you turn to page 9, there is a list

13:50:57 11

of market data sources.

13:51:01 12

Do you see that?

13:51:02 13

A. I do.

13:51:04 14

Q. And there is a list of consulting services.

13:51:08 15

Are those the services from which you were getting

13:51:11 16

aggregated salary surveys?

13:51:13 17

A. I'm not sure what Jim was using the consulting

13:51:16 18

services for.

13:51:18 19

Q. Okay.

13:51:19 20

A. Sorry.

13:51:23 21

Q. [REDACTED]

[REDACTED]

[REDACTED]

13:51:29 23

A. [REDACTED]

[REDACTED]

[REDACTED]

13:51:37 25

Q. [REDACTED]

13:53:37 1 sorry, I've never used this.

13:53:42 2 Q. That's okay. If you look at page 6, it should
13:53:50 3 say at the top, "Compensation's Guiding Principles."

13:54:00 4 A. Okay.

13:54:01 5 Q. The third bullet is, "Provide equitable
13:54:04 6 competitive compensation opportunities that attract and
13:54:05 7 retain key talent, differentiating by job, person and
13:54:10 8 market for supply and demand."

13:54:12 9 Do you see that?

13:54:13 10 A. I do.

13:54:13 11 Q. Do you recognize that statement as a guiding
13:54:16 12 principle from the 2005 era?

13:54:24 13 A. It's not something I could have written down,
13:54:26 14 but this is a document from that time, and it's under the
13:54:30 15 heading, guiding principles. But if you'd ask me what
13:54:33 16 they were, I'm not sure I would have come up with exactly
13:54:36 17 these words, but it's on the document.

13:54:39 18 Q. Okay. Looking at the document, do you have an
13:54:42 19 understanding of what is meant by "providing equitable
13:54:47 20 competitive compensation opportunities"?

13:55:03 21 A. I probably can't answer it word by word. I can
13:55:06 22 tell you what -- what our principles have been around
13:55:13 23 differentiating by the person and the role and the
13:55:19 24 market, and the purpose is to attract and retain. I'm
13:55:23 25 not sure what "equitable" meant and -- what it meant when

13:55:30 1 you put this together, that word.

13:55:31 2 Q. Do you want to describe what you understand the
13:55:34 3 principles to be around competitive pay relative to the
13:55:41 4 market?

13:55:43 5 A. Yeah. [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

13:56:12 10 And once you're inside the company, it's

13:56:14 11 absolutely pay for performance, [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

13:56:26 15 Q. And does someone make an attempt to determine
13:56:32 16 that people with similar skills are brought in into
13:56:36 17 similar jobs?

13:56:39 18 A. It depends. It's situational to what's going
13:56:43 19 on in that department and what are the business needs.
13:56:45 20 Sometimes it's complimentary skills, not the same skills.
13:56:50 21 So it's -- it's pretty individual based on what the
13:56:53 22 business need is and what the current situation is.

13:56:56 23 Q. And then once someone is brought in, and
13:56:59 24 they're -- they're assigned to a position, is there some
13:57:04 25 guidance about what that position will pay, that is

13:57:09 1 available to the people making the salary decision for
13:57:12 2 that person?

13:57:13 3 A. Yeah, it's pretty individual. [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

13:57:30 9 Q. What do you do, if anything, to prevent HR
13:57:35 10 issues from happening if people that are similar are
13:57:39 11 being paid differently for the same work?

13:57:43 12 MR. KIERNAN: Objection to form.

13:57:49 13 THE WITNESS: I don't actually understand the
13:57:50 14 question. Can you clarify a little bit?

13:57:52 15 BY MS. DERMODY:

13:57:52 16 Q. Do you -- maybe I misunderstood you. Do you
13:57:54 17 make some attempt to pay people doing similar jobs in
13:57:58 18 a -- with similar performance the same amount of money?

13:58:02 19 A. Yeah, no, we don't offer internal equity, so
13:58:05 20 somebody that has more experience can end up making more.
13:58:08 21 It is situational to them.

13:58:09 22 Q. But do you pay any attention to people that
13:58:12 23 have the same experience, same performance, same job
13:58:16 24 being paid similarly?

13:58:18 25 A. When we make offers, it is one of the inputs.

13:58:20 1 We see what other people are making in that department,
13:58:22 2 but we're not -- we're not solving for it. It is just
13:58:25 3 one of the inputs.

13:58:26 4 Q. [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

13:58:40 8 MR. KIERNAN: Objection to form.

13:58:45 9 THE WITNESS: [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

13:59:05 14 BY MS. DERMODY:

13:59:06 15 Q. Okay. And is Mr. Stubblefield the person who
13:59:18 16 is most knowledgeable about survey data?

13:59:21 17 A. He is. Can I correct that?

13:59:38 18 Q. Sure.

13:59:39 19 A. Compensation survey data, I'm probably the most
13:59:42 20 knowledgeable person about employee engagement data.

13:59:46 21 Q. So your internal employee questionnaire?

13:59:49 22 A. We actually use an outside survey company. It
13:59:53 23 is anonymous. I started it 12 years ago when I came.

13:59:56 24 Q. Okay.

13:59:57 25 A. And so people come to me to talk about that,

13:59:59 1 but they use Mason for compensation surveys.

14:00:02 2 Q. Okay. And your surveys are dealing with data
14:00:05 3 that you mine from responses of your own employees as
14:00:09 4 opposed to looking at a collection of other employees or
14:00:11 5 maybe you and other employers.

14:00:14 6 A. Correct, and in a lot of cases we can't even
14:00:16 7 mine it. Some of it we need to ask the survey company to
14:00:19 8 do for us --

14:00:20 9 Q. Okay.

14:00:21 10 A. -- to protect confidentiality.

14:00:23 11 MS. DERMODY: Right. Thanks.

14:01:02 12 THE REPORTER: 1761.

14:01:02 13 (Exhibit 1761 was marked for identification.)

14:01:03 14 THE WITNESS: Thank you.

14:01:04 15 BY MS. DERMODY:

14:01:04 16 Q. The document marked as Exhibit 1761 should have
14:01:08 17 on the front cover the Intuit number 49796.

14:01:13 18 A. Yes.

14:01:13 19 Q. Do you see that?

14:01:14 20 A. I do.

14:01:15 21 Q. Great. Have you seen this document before?

14:01:21 22 A. I don't recognize it, but it would probably be
14:01:24 23 a document I've seen.

14:01:27 24 Q. And would this have also come out of
14:01:29 25 Mr. Grenier's --

14:07:37 1 outstandings and don't give anything to their meets. It
14:07:43 2 just depends on the person.

14:07:44 3 BY MS. DERMODY:

14:07:44 4 Q. Right, and so long as they're within their
14:07:46 5 budget?

14:07:47 6 A. Correct.

14:07:47 7 Q. Yes. But having said that, is the philosophy
14:07:51 8 to use the merit increase to pay the better performance
14:07:55 9 more still the philosophy today?

14:07:59 10 A. It is.

14:08:00 11 Q. Okay.

14:08:00 12 A. We call it pay for performance.

14:08:14 13 Q. And then on 28 --

14:08:17 14 A. I see what you mean about numbers. Hold on a
14:08:20 15 sec.

14:08:20 16 Q. Yes, sorry.

14:08:20 17 A. Okay.

14:08:25 18 Q. There's -- the top says, "Making stock option
14:08:29 19 decisions," and the second number is "Retention risk
14:08:32 20 management." [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

14:08:44 24 A. [REDACTED] [REDACTED] [REDACTED]

[REDACTED] [REDACTED]

14:08:55 1

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

14:09:32 13

Q.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

14:09:55 18

MR. KIERNAN:

[REDACTED]

14:09:58 19

THE WITNESS:

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

14:10:11 22

BY MS. DERMODY:

14:10:12 23

Q.

[REDACTED]

14:10:14 24

A.

[REDACTED]

[REDACTED]

[REDACTED]

14:10:21 1

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED] [REDACTED]

14:10:47 7

Q. [REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

14:10:52 9

A. [REDACTED]

14:10:53 10

Q. [REDACTED] [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

14:11:14 14

A. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

14:11:37 19

Q. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

14:11:46 22

A. [REDACTED]

14:11:48 23

Q. I should say outside the normal compensation

14:11:50 24

process.

14:11:51 25

A. Yeah, nothing I think comes to mind.

14:11:53 1 Q. Okay. In 2010, did you become aware that
14:12:14 2 Google was giving an across the board 10 percent increase
14:12:19 3 to its employees?

14:12:20 4 A. I was.

14:12:21 5 Q. And do you recall any conversations at Intuit
14:12:24 6 about that?

14:12:25 7 A. Yes.

14:12:27 8 Q. [REDACTED]

[REDACTED]

[REDACTED]

14:12:36 11 A. [REDACTED]

14:12:41 12 Q. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

14:12:58 16 MR. KIERNAN: Objection to form.

14:12:59 17 THE WITNESS: [REDACTED]

14:13:00 18 BY MS. DERMODY:

14:13:00 19 Q. Was there a movement away from equity and into
14:13:03 20 guaranteed money after Google made its decision to
14:13:06 21 increase salaries by 10 percent?

14:13:10 22 MR. KIERNAN: Again --

14:13:10 23 THE WITNESS: Any --

14:13:10 24 MR. KIERNAN: -- objection to form. One
14:13:11 25 second. Objection to form.

14:19:39 1 Q. Got it. And did you change your compensation
14:19:41 2 for that group at that time?

14:19:43 3 A. Not, not across the board.

14:19:44 4 Q. [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

14:19:55 7 A. [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

14:20:09 12 Q. [REDACTED] [REDACTED]

[REDACTED] [REDACTED]

14:20:19 14 A. [REDACTED]

[REDACTED] [REDACTED] be paid better?

14:20:23 16 A. [REDACTED]

14:20:28 17 MR. KIERNAN: If you are switching the topic, I

14:20:30 18 would like a break.

14:20:32 19 MS. DERMODY: Almost.

14:20:33 20 MR. KIERNAN: I can wait.

14:20:34 21 MS. DERMODY: Yes, I'll be fast, I think.

14:20:36 22 Q. [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

14:20:50 1 [REDACTED]

14:20:54 2 A. [REDACTED]

14:20:56 3 MS. DERMODY: Okay. Great. Let's take a

14:20:58 4 break.

14:20:59 5 THE VIDEOGRAPHER: We are now off the record at

14:21:00 6 2:21.

14:21:01 7 (Recess was taken.)

14:35:35 8 THE VIDEOGRAPHER: We are now on the record at

14:35:36 9 2:35.

14:35:39 10 BY MS. DERMODY:

14:35:41 11 Q. [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

14:35:59 14 A. [REDACTED]

14:35:59 15 Q. [REDACTED]

[REDACTED] [REDACTED]

14:36:02 17 A. [REDACTED]

14:36:11 18 Q. [REDACTED]

[REDACTED] [REDACTED] [REDACTED]

[REDACTED] [REDACTED]

14:36:18 21 MR. KIERNAN: Objection to form.

14:36:21 22 THE WITNESS: Can you -- can you ask me that

14:36:22 23 again?

14:36:22 24 BY MS. DERMODY:

14:36:23 25 Q. [REDACTED] [REDACTED]

14:36:27 1

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

14:36:34 3

A. [REDACTED]

14:36:34 4

Q. [REDACTED]

14:36:37 5

A. [REDACTED]

14:36:38 6

Q. [REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

14:36:43 8

A. [REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED]

14:37:03 13

Q. [REDACTED]

[REDACTED]

[REDACTED]

14:37:09 15

A. [REDACTED] [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

14:37:33 22

Q. [REDACTED] [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

14:37:44 25

A. [REDACTED]

14:37:47 1

Q. [REDACTED]

14:38:01 3

A. [REDACTED]

14:38:35 10

Q. Okay. And you used a word I wasn't sure of.

14:38:39 11

A. Okay.

14:38:40 12

Q. Can you say it so I can fix it? It was an

14:38:42 13

acronym, I think.

14:38:44 14

A. Okay. OPMEC.

14:38:51 15

MR. KIERNAN: I didn't get it either.

14:38:52 16

THE WITNESS: Yeah, sorry. It's an Intuit

14:38:54 17

word. But the company has various operating mechanisms

14:39:00 18

at different times of the year on a wheel. Some of them

14:39:04 19

are talent related, and some of them are business

14:39:07 20

related. So each month there is different operating

14:39:11 21

mechanisms, and we call them OPMECs, and that's what it

14:39:15 22

means.

14:39:16 23

BY MS. DERMODY:

14:39:16 24

Q. [REDACTED]

14:39:22 1

A.

14:39:27 3

Q.

14:39:39 6

A.

14:40:03 14

Q.

14:40:13 16

A.

14:40:14 17

Q.

14:40:16 18

under Mr. Stubblefield's area?

14:40:18 19

A.

Yes.

14:40:19 20

Q.

Okay.

14:40:22 21

A.

14:40:25 22

don't have to know everything.

14:41:16 23

THE REPORTER: Exhibit 1762.

14:41:17 24

(Exhibit 1762 was marked for identification.)

25

//

15:06:41 1 I have not.

15:06:48 2 Q. As indicated on this document, there is an
15:06:53 3 email at the very bottom that goes over to the second
15:06:55 4 page, which is from Mr. Nguyen.

15:07:06 5 A. Yes.

15:07:06 6 Q. Mr. Nguyen, to someone that he is recruiting,
15:07:09 7 which appears to be someone from Google.

15:07:11 8 Do you see that?

15:07:12 9 A. I do.

15:07:12 10 Q. And the person from Google responds, "Maybe
15:07:14 11 since Bill Campbell is an advisor to Google and chairman
15:07:18 12 of Intuit we shouldn't be recruiting this way."

15:07:21 13 Do you see that?

15:07:22 14 A. I do.

15:07:22 15 Q. And then Mr. Nguyen says, in response, "Andy,
15:07:27 16 thank you for responding and bringing up this good point.
15:07:29 17 I will check internally regarding this matter."

15:07:33 18 And then this is a Google document, so we don't
15:07:35 19 have the continuation of that.

15:07:38 20 Do you know if there was any conversation
15:07:40 21 between Mr. Nguyen and anyone else about recruiting into
15:07:44 22 Google?

15:07:44 23 A. I do not know.

15:07:46 24 Q. Do you know if there has been any statement of
15:07:48 25 guidance into the recruiting department to confirm what

15:07:52 1 the company's policy is with respect to recruiting into
15:07:55 2 other companies?

15:07:59 3 A. I know that we recruit from Google, and I
15:08:02 4 haven't heard anybody say otherwise, and I haven't been
15:08:05 5 part of any conversations. So --

15:08:07 6 Q. Have you taken any steps to make sure that it's
15:08:10 7 absolutely clear at Intuit that people are allowed to
15:08:14 8 recruit into any company?

15:08:16 9 A. Yes. Our recruiters have training, brad's
15:08:22 10 staff has had training, our board of directors has had
15:08:25 11 training on that -- making that issue very clear.

15:08:28 12 Q. And when did that training happen?

15:08:31 13 A. The one I'm talking about, we've done it two
15:08:34 14 times now.

15:08:35 15 Q. In what years?

15:08:42 16 A. 2011 and 2012.

15:08:53 17 Q. And was that a training you had before 2011?

15:08:56 18 A. No.

15:09:21 19 Q. Ms. Whiteley, the document placed in front of
15:09:24 20 you, which was marked as Exhibit 1112 also has the Intuit
15:09:31 21 number 39154. Do you see that?

15:09:34 22 A. I see it. Uh-huh.

15:09:36 23 Q. And if you want to take a moment to look at
15:09:38 24 this, and let me know if you recognize it.

15:09:45 25 A. I do recognize it.

15:09:47 1 Q. What is this?

15:09:47 2 A. There's a couple different things going on. Do
15:09:50 3 you want me to talk about the whole email, or do you want
15:09:53 4 to ask me questions?

15:09:54 5 Q. Well, let me ask you this. So is Ms. Morris in
15:09:57 6 your similar position over at Adobe?

15:10:00 7 A. She is.

15:10:01 8 Q. Are you friends outside of work or is this more
15:10:04 9 of a professional colleague?

15:10:07 10 A. She is more of a professional colleague.

15:10:09 11 Q. And Ms. Morris in this email to you at the
15:10:13 12 bottom of the first page of this exhibit is reaching out
15:10:16 13 about a number of questions about what Intuit is doing at
15:10:21 14 a 30,000-foot level on some topics; is that fair?

15:10:25 15 A. That's fair.

15:10:25 16 Q. And would that be the type of information that
15:10:27 17 you would exchange on some basis with Ms. Morris?

15:10:33 18 MR. KIERNAN: Objection to form.

15:10:34 19 THE WITNESS: At the highest level frameworks,
15:10:36 20 aggregated data, yes.

15:10:39 21 BY MS. DERMODY:

15:10:39 22 Q. Okay. Were there other people like Ms. Morris
15:10:42 23 that you would consider to be the kind of professional
15:10:45 24 colleague you could email or call about something that
15:10:48 25 was a general framework in terms of compensation at the

15:10:50 1 company?

15:10:51 2 A. It was very rarely on compensation. It was
15:10:53 3 mostly on org. design, the percentage of revenue we spent
15:11:01 4 on certain things in HR, best practices around HR
15:11:04 5 services that I was creating that was new in the
15:11:06 6 industry. People were interested in my engagement
15:11:09 7 philosophies in the survey I mentioned to you. So it --
15:11:12 8 it -- it was mostly about those kinds of things that
15:11:16 9 peers would call me about.

15:11:18 10 Q. And who would you consider to be those peers
15:11:22 11 that you would have a relationship where you could just
15:11:25 12 email or call for that information?

15:11:31 13 A. Do you want a list?

15:11:32 14 Q. Sure. Yeah.

15:11:35 15 A. I'm on quite a few panels. So I get reached
15:11:38 16 out to by many, many people who are interested in what
15:11:42 17 we're doing and follow-on, people that I don't know, but
15:11:48 18 reach out to me.

15:11:50 19 Q. How about the ones, I'm sorry, that you reached
15:11:52 20 out to.

15:11:53 21 A. Let's see. On occasion I'll talk about best
15:11:55 22 practices with the SVP of HR at Yahoo, Semantics,
15:12:05 23 Synopsis, not about compensation, but about kind of best
15:12:14 24 practices things that we're seeing. Those are the big
15:12:16 25 ones. Did I say Adobe? Adobe is on there.

15:12:20 1 Q. How about Pixar?

15:12:22 2 A. I don't know the head of HR at Pixar.

15:12:26 3 Q. Lucas?

15:12:26 4 A. I don't know.

15:12:27 5 Q. Apple?

15:12:28 6 A. No.

15:12:29 7 Q. Google?

15:12:29 8 A. Shona and I are on panels together, yes, but I

15:12:39 9 don't reach out to her. I don't remember ever emailing

15:12:40 10 her or calling her. We see each other on best practice

15:12:42 11 panels.

15:12:43 12 Q. Okay. Intel?

15:12:45 13 A. No.

15:12:48 14 SalesForce. McAfee before they were bought by

15:12:54 15 Adobe.

15:13:08 16 Q. Do you ever have occasion to talk to any of

15:13:09 17 your colleagues at other companies about what the

15:13:13 18 expectation is for overall compensation budget for the

15:13:18 19 coming year?

15:13:18 20 A. No.

15:13:20 21 Q. How about for the bonus cycle?

15:13:23 22 A. No.

15:13:24 23 Q. For any part of your focal planning, do you

15:13:26 24 reach out to any of your colleagues that are at other

15:13:30 25 companies to ask what their company is doing, so you have

15:13:32 1 a sense of what is happening in the market?

15:13:34 2 A. I don't do that.

15:13:35 3 Q. Does anyone in your organization do that?

15:13:37 4 MR. KIERNAN: Objection to form.

15:13:38 5 THE WITNESS: Yeah, Mason, I believe, would
15:13:45 6 reach out to folks that he has a relationship with at
15:13:48 7 different times. You'll have to ask him what he talks
15:13:51 8 about.

15:13:51 9 BY MS. DERMODY:

15:13:52 10 Q. Okay. Are you aware of anyone else who has
15:13:54 11 done that for Intuit?

15:13:56 12 A. Jim Grenier.

15:13:58 13 Q. Anyone else?

15:13:59 14 A. No.

15:14:17 15 Q. Have you ever been aware of anyone at Intuit
15:14:20 16 applying to one of your competitors just so you all could
15:14:25 17 get a sense of what the competitive salary was being
15:14:27 18 offered?

15:14:28 19 A. No.

15:15:07 20 Q. We talked a little bit earlier about the
15:15:09 21 relationship between Intuit and Google in 2006 regarding
15:15:18 22 a possible project involving QuickBooks, Add Works.

15:15:23 23 Do you recall that?

15:15:23 24 A. I do.

15:15:25 25 Q. Have you told me all that you know about that,

15:15:28 1 which I think involved the conversation with --

15:15:33 2 A. Brad.

15:15:34 3 Q. -- Brad about having some employees off-limits
15:15:37 4 just for that purpose?

15:15:39 5 A. Uh-huh. That's -- yes, that's all I know.

15:15:42 6 Q. Are you aware of any projects that Apple and
15:15:47 7 Intuit were working on that would have involved any
15:15:51 8 employees that were off-limits to recruiting during the
15:15:54 9 course of that project?

15:15:55 10 A. I'm not aware.

15:16:29 11 It is a big deck. Now you know what to call
15:16:31 12 it.

15:16:34 13 THE REPORTER: 1766.

15:16:34 14 (Exhibit 1766 was marked for identification.)

15:16:35 15 BY MS. DERMODY:

15:16:35 16 Q. So the document that is marked Exhibit 1766 has
15:16:39 17 one of those pages on the front which has a number 7034.

15:16:43 18 A. Yes.

15:16:47 19 Q. And do you recognize this deck?

15:16:50 20 A. I do not.

15:16:51 21 Q. Do you know who would have created this inside
15:16:54 22 Intuit?

15:16:56 23 A. Well, a little bit of context, I have all-hands
15:17:01 24 monthly, they are my all-hands, and then my vice
15:17:04 25 presidents of all-hands. So given this is talent

15:17:07 1 delivery, it would be somebody in the talent acquisition
15:17:11 2 organization that was having an all-hands that was
15:17:13 3 preparing the deck, but I can't tell you who.

15:17:22 4 Q. On the third page of this document, I think
15:17:24 5 they are in the bottom left corner, the top of the page
15:17:28 6 says, "Right talent delivery, value proposition."

15:17:32 7 Do you see that?

15:17:33 8 A. I do.

15:17:33 9 Q. And there is a number of statements about, you
15:17:36 10 know, aspirations of the company, and then at the bottom
15:17:41 11 it says, "Employer brand. We evangelize and deliver on
15:17:47 12 our employer of choice brand." Do you see that?

15:17:51 13 A. I do.

15:17:51 14 Q. And in your view, is Intuit an employer of
15:17:54 15 choice?

15:17:55 16 A. In -- are you asking my personal opinion?

15:17:57 17 Q. Yes.

15:17:57 18 A. Yes, I think so.

15:17:58 19 Q. And do you think that employees come to Intuit
15:18:01 20 for the Intuit name?

15:18:05 21 A. Are you asking my opinion about other people or
15:18:07 22 why I came?

15:18:08 23 Q. Yes, other people. Is it your impression that
15:18:10 24 you attract talent in the market because of your name?

15:18:14 25 A. I believe that people hear we're one of the

15:18:19 1 most admired companies in the world and a great place to
15:18:22 2 work, and that's the first thing that gets them
15:18:25 3 interested to see what kind of work they could do and who
15:18:27 4 they could work with, other people, and the kind of
15:18:31 5 products they could work on, but I think it is an
15:18:33 6 attractor.

15:18:34 7 Q. Do you think that there are people that are
15:18:38 8 interested in Intuit -- in working at Intuit for more
15:18:42 9 than just compensation reasons?

15:18:44 10 A. Oh, absolutely.

15:18:45 11 Q. And what would be the other reasons?

15:18:47 12 A. Who you get to work with, the commitment the
15:18:52 13 company has to every community that we are a part of.
15:18:55 14 There's people that love to give back and feel like they
15:18:57 15 can do it in a bigger scale with the company. Engineers
15:19:01 16 love to work on interesting products with other
15:19:04 17 engineers. The values of the company attract people. I
15:19:09 18 could go on and on. I love this company. So is that
15:19:11 19 enough?

15:19:12 20 Q. Sure. That's great.

15:19:22 21 And is one of the things -- is it your
15:19:24 22 understanding that one of the things that recruiters do
15:19:27 23 for Intuit is to inform potential employees of all of the
15:19:32 24 things in addition to compensation that make Intuit
15:19:35 25 special?

15:19:37 1 A. I do.

15:19:46 2 Q. If you go to page 15 -- [REDACTED]

[REDACTED] [REDACTED]
15:20:09 4 A. Okay.

15:20:10 5 Q. [REDACTED]

[REDACTED] [REDACTED]
15:20:20 7 A. [REDACTED]

15:20:21 8 Q. And in looking at this page, are you able to

15:20:25 9 understand what it is representing in terms of the

15:20:28 10 relationships along the different columns?

15:20:34 11 A. I've never seen this slide before or seen it

15:20:36 12 laid out this way. So I'm not sure I can answer it that

15:20:39 13 way.

15:20:39 14 [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

15:20:50 18 Q. Okay. [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

15:21:05 21 A. [REDACTED]

15:21:06 22 Q. [REDACTED]

[REDACTED] [REDACTED] [REDACTED]

[REDACTED] [REDACTED]

15:21:12 25 A. [REDACTED]

15:22:45 1 A. Correct.

15:22:46 2 Q. Do you know what this slide reflects?

15:22:48 3 A. I've never seen it before, but it looks like
15:22:54 4 Nick Mailey, who is a talent acquisition manager, is
15:22:59 5 responsible for the following functions, the following
15:23:03 6 sites and the following leaders on either Steve or Brad's
15:23:10 7 team, depending on the time frame.

15:23:26 8 Q. [REDACTED]

15:23:30 9 A. [REDACTED]

15:23:34 10 [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

15:24:40 1

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

15:24:50 4

Q. [REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

15:24:55 6

A. [REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED].

15:25:49 21

Q. And was this in the 2009 time frame?

15:25:54 22

A. I don't -- I know Brad was the CEO. He became

15:25:59 23

the CEO in 2008. So as I sit here, I don't know if it

15:26:03 24

was 2009, '10, or '11.

15:26:39 25

THE REPORTER: 1767.

15:26:40 1 (Exhibit 1767 was marked for identification.)

15:26:40 2 BY MS. DERMODY:

15:26:41 3 Q. This document we passed to you, marked

15:26:43 4 Exhibit 1767, starts with the Bates number 41285.

15:26:47 5 Do you see that?

15:26:48 6 A. I do.

15:26:49 7 Q. And it references the "HPOR follow-up from
15:26:56 8 Friday discussion," and attaches a deck. Do you see
15:27:00 9 that?

15:27:00 10 A. I do.

15:27:01 11 Q. And if you turn --

15:27:04 12 A. Do you mind if I read the cover sheet for just
15:27:06 13 a second?

15:27:07 14 Q. Not at all.

15:27:09 15 A. It is so long ago.

15:27:25 16 Okay. I'm grounded.

15:27:44 17 Q. I'm sorry. I'm trying to use the one that has
15:27:47 18 page numbers.

15:27:48 19 A. Mine has page numbers.

15:27:50 20 Q. Yeah. For some reason mine didn't.

15:27:53 21 If you turn to page 4 --

15:27:55 22 A. Okay.

15:27:54 23 Q. -- I think you'll see under Highlight Topics,

15:27:56 24

15:28:00 25

15:28:02 1 A. I do.

15:28:03 2 Q. Does that help place in time --

15:28:04 3 A. It does. 2009.

15:28:06 4 Q. That that topic came up in 2009?

15:28:08 5 A. Correct.

15:28:09 6 Q. And that was the first time it came up?

15:28:12 7 A. It was.

15:28:12 8 MS. DERMODY: Let's take a break and change the

15:28:12 9 tape.

15:28:13 10 THE VIDEOGRAPHER: This is the end of video

15:28:14 11 No. 2. We are now off the record at 3:28.

15:28:16 12 (Recess was taken.)

15:51:51 13 THE VIDEOGRAPHER: We are now on the record at

15:51:52 14 3:51. This is the beginning of video No. 3.

15:52:19 15 THE REPORTER: 1768.

15:52:19 16 (Exhibit 1768 was marked for identification.)

15:52:20 17 BY MS. DERMODY:

15:52:20 18 Q. The document that was marked Exhibit 1768

15:52:23 19 should have that number in the corner, Intuit 40920.

15:52:27 20 Do you see that?

15:52:28 21 A. I do.

15:52:29 22 Q. Do you want to take a moment to see if you

15:52:31 23 recognize this email chain?

15:53:00 24 A. Sorry, I need to read it because so much has

15:53:03 25 changed in all these years, so --

15:53:05 1 Q. Sure. Go right ahead.

15:53:30 2 So having reviewed this, do you recognize this
15:53:32 3 email chain here?

15:53:33 4 A. I don't remember getting it, but I'm copied on
15:53:36 5 it.

15:53:37 6 Q. And if you look at the second email on the
15:53:40 7 first page, it's from Mr. Grenier, which copies you and a
15:53:46 8 whole number of people, about compensation focal
15:53:50 9 guidance.

15:53:51 10 Do you see that?

15:53:51 11 A. I do.

15:53:52 12 Q. And what is your understanding of what
15:53:55 13 Mr. Grenier is communicating in this email?

15:53:59 14 A. It looks like this email is going to Brad's --
15:54:03 15 no. Yeah, Brad's staff. It wasn't Steve. It was Brad's
15:54:10 16 staff, and he was copying the HR team.

15:54:14 17 Q. And is this email reflecting a proposal of an
15:54:19 18 approach for compensation in May of 2008, or is this the
15:54:25 19 decision that's being reported out?

15:54:29 20 A. It looks like under "action required" that he's
15:54:32 21 asking Brad's staff to cascade and discuss with their
15:54:41 22 teams the content of this email and come back if they
15:54:45 23 have any questions.

15:54:52 24 Q. And as reported in this email from Mr. Grenier
15:54:55 25 to Brad's staff, as various recommendations for

15:55:00 1 compensation, [REDACTED]

15:55:10 3 A. [REDACTED] [REDACTED]

15:55:30 9 Q. Would there be communications like this around
15:55:32 10 the focal time sent out to Brad's staff that would cover
15:55:36 11 at a high level topic areas that were under discussion?

15:55:40 12 A. Not always -- there wasn't probably a typical
15:55:41 13 approach in 13 years. Probably sometimes it was a deck
15:55:45 14 coming to a staff meeting. Sometimes he might have gone
15:55:48 15 to individual staff meetings. This time he sent an
15:55:51 16 email. I think it depends on what was going on at the
15:55:56 17 time, and also how many changes.

15:55:58 18 Q. Okay. On the second page of the document,
15:56:01 19 which is just a continuation of the same email we've been
15:56:04 20 looking at --

15:56:05 21 A. Uh-huh.

15:56:05 22 Q. -- the -- the third topic that is covered is
15:56:09 23 base pay and recognition. Do you see that?

15:56:11 24 A. I do.

15:56:13 25 Q. And in there he says, in the third sentence,

15:56:17 1

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

15:56:31 4

Do you see that?

15:56:31 5

A. I do.

15:56:32 6

Q.

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

15:56:51 9

A.

I [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

15:57:10 16

Q.

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED]

15:57:21 18

[REDACTED]

15:57:22 19

A.

[REDACTED]

15:57:23 20

Q. Do you know what Spotlight was?

15:57:25 21

A. I do. Mason is another person who knows the

15:57:27 22

details. He was the program manager for Spotlight, but

15:57:30 23

it is a recognition tool, our online recognition tool

15:57:34 24

that -- not just managers can give other people, but

15:57:37 25

peers can give peers, because we believed that

15:57:41 1 recognition in the moment of something is more powerful
15:57:45 2 than once a year.

15:57:47 3 Q. And is there a budget for that recognition?

15:57:52 4 A. Yeah. It -- there is, and it varies by year.
15:57:55 5 It is something we can adjust based on the company.

15:57:59 6 Q. And how does that work, exactly, the process of
15:58:02 7 being recognized and getting money for the recognition?

15:58:06 8 A. Then or now?

15:58:07 9 Q. Then, sorry. Thank you.

15:58:08 10 A. Yeah. Because now we have mobile devices and a
15:58:11 11 whole bunch of different ways Mason has created to do it.
15:58:16 12 Then if I wanted to recognize David for the great cookies
15:58:20 13 that he provided for a meeting and performance, I would
15:58:24 14 check with his manager, and make sure that it was okay,
15:58:28 15 and then there is a couple different things I can choose.
15:58:31 16 I can choose -- and it is all online. I can choose just
15:58:35 17 sending him a note that says, hey, you know, great job
15:58:38 18 with that presentation. I can choose something that
15:58:42 19 says -- have a non-cash award and we work with a vendor
15:58:46 20 that you can pick movie tickets or something else, all
15:58:51 21 the way up to a weekend away, if it is a really big
15:58:56 22 project, to recognize.

15:59:00 23 Q. And about how many employees would receive
15:59:05 24 awards under the Spotlight program in this time period?

15:59:08 25 A. You know, you should ask Mason, because he runs

16:08:26 1 A. No.

16:08:27 2 Q. Or Pixar?

16:08:27 3 A. No.

16:08:28 4 Q. What was the purpose of -- let me strike that.

16:08:33 5 During what time period did you have occasion

16:08:35 6 to get together for dinner with these other HR

16:08:38 7 colleagues?

16:08:40 8 A. In the 2010, 2011 time frame.

16:08:46 9 Q. And what was your understanding of the purpose

16:08:48 10 of those dinners?

16:08:54 11 A. We decided we wanted to get to know each other

16:08:56 12 better, and so they were mostly social.

16:08:59 13 Q. Okay. And did you share information about what

16:09:03 14 was happening at your companies during those dinners?

16:09:08 15 A. It was actually mostly social conversation.

16:09:12 16 Some best practices, I was -- I remember a conversation

16:09:15 17 that I was in the process of implementing Workday from

16:09:19 18 PeopleSoft, and they were curious about how that was

16:09:23 19 going because they were considering transitioning their

16:09:26 20 human capital management system as well. It's where I

16:09:31 21 learned about the kids of other people and their lives.

16:09:36 22 Q. Did you ever share any compensation information

16:09:38 23 during those dinners?

16:09:39 24 A. No.

16:09:41 25 Q. Sorry?

16:09:41 1 A. No.

16:09:42 2 Q. Okay.

16:09:42 3 A. No.

16:09:44 4 Q. Did you ever share any recruiting information

16:09:47 5 during those dinners?

16:09:49 6 A. I don't remember. I don't think so.

16:09:51 7 Q. Did you ever have occasion to talk to your

16:09:55 8 colleagues at those dinners about the no-recruiting

16:10:00 9 investigation that was going on, or this lawsuit?

16:10:04 10 A. Oh, no, we never talked about that.

16:10:06 11 Q. Did you ever share information about what your

16:10:14 12 companies expected in terms of an annual merit increase?

16:10:19 13 A. No, not at these dinners.

16:10:26 14 Q. And is the reason that you didn't do that

16:10:27 15 because you thought that would be improper to do that?

16:10:30 16 MR. KIERNAN: Objection to form.

16:10:33 17 THE WITNESS: I'm sorry. Say that again.

16:10:35 18 BY MS. DERMODY:

16:10:35 19 Q. Let me -- I'll ask it a different way.

16:10:37 20 Do you think it is improper to share that type

16:10:39 21 of information across companies?

16:10:41 22 A. General conversation about what merit budget

16:10:43 23 might be?

16:10:44 24 Q. Yes.

16:10:44 25 A. I don't think it's inappropriate.

16:10:48 1 Q. Okay. It just didn't come up in these dinners?

16:10:52 2 A. It was a social dinner.

16:11:52 3 Q. Ms. Whitely, the document I passed you is

16:11:54 4 Exhibit 1105. It has as a title of the document on the

16:11:59 5 front cover, "Defendant Intuit Inc.'s Response to

16:12:02 6 Plaintiff's Second Set of Interrogatories Directed to

16:12:05 7 Defendant Intuit, Inc."

16:12:07 8 Do you see that?

16:12:07 9 A. I do.

16:12:08 10 Q. And have you seen this document before?

16:12:09 11 A. I have.

16:12:10 12 Q. And did you see this in connection with these

16:12:14 13 interrogatories being prepared, responses being prepared?

16:12:17 14 A. Yes.

16:12:18 15 Q. If you turn to the last page -- or not the last

16:12:21 16 page -- excuse me, the 11th page of the document --

16:12:29 17 A. Yes.

16:12:30 18 Q. -- is that your signature on the verification

16:12:32 19 form?

16:12:33 20 A. It is.

16:12:33 21 Q. And did you review these answers before they

16:12:35 22 were served?

16:12:36 23 A. I did review this document.

16:12:38 24 Q. Okay. If you go back to page 4 of the

16:12:46 25 document, please --

16:41:10 1 I, Rosalie A. Kramm, Certified Shorthand
16:41:10 2 Reporter licensed in the State of California, License No.
16:41:10 3 5469, hereby certify that the deponent was by me first
16:41:10 4 duly sworn and the foregoing testimony was reported by me
16:41:10 5 and was thereafter transcribed with computer-aided
16:41:10 6 transcription; that the foregoing is a full, complete,
16:41:10 7 and true record of said proceedings.

16:41:10 8 I further certify that I am not of counsel or
16:41:10 9 attorney for either of any of the parties in the
16:41:10 10 foregoing proceeding and caption named or in any way
16:41:10 11 interested in the outcome of the cause in said caption.

16:41:10 12 The dismantling, unsealing, or unbinding of the
16:41:10 13 original transcript will render the reporter's
16:41:10 14 certificates null and void.

16:41:10 15 In witness whereof, I have hereunto set my hand
16:41:10 16 this day: March 22, 2013.

16:41:10 17 X Reading and Signing was requested.

16:41:10 18 Reading and Signing was waived.

16:41:10 19 Reading and signing was not requested.

16:41:10 20

16:41:10 21

16:41:10 22

ROSALIE A. KRAMM

16:41:10 23

CSR 5469, RPR, CRR

16:41:10 24

25